

EXHIBIT A

Paul J. N. Roy, Esq.
Craig E. Reimer, Esq.
MAYER BROWN LLP
71 South Wacker Drive
Chicago, Illinois 60606
Tel. 312.782.0600
Fax 312.701.7711
(Special Outsourcing Counsel to the
Debtors and Debtors-in-Possession)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, INC., et al., : (Jointly Administered)
Debtors. :
-----X

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT OF APPLICATION OF MAYER BROWN LLP,
SPECIAL OUTSOURCING COUNSEL TO THE DEBTORS, FOR (I) INTERIM
APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED FROM OCTOBER 1, 2007
THROUGH JANUARY 25, 2008, AND (II) FINAL ALLOWANCE AND PAYMENT OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM FEBRUARY 1, 2006 THROUGH JANUARY 25, 2008**

I, Paul J. N. Roy, hereby certify that:

1. I am a partner with the applicant firm, Mayer Brown LLP (“Mayer Brown”), with responsibility for the chapter 11 cases of Delphi Corporation and its affiliates (collectively, the “Debtors”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of

Professionals (the “Interim Compensation Order”, and collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Mayer Brown’s application, dated December 21, 2009 (the “Final Fee Application”), for final approval and allowance of compensation and reimbursement of expenses for the period commencing February 1, 2006 through and including January 25, 2008 (the “Final Application Period”).

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Final Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed at Mayer Brown and generally accepted by Mayer Brown’s clients; and
- d. in providing a reimbursable service, Mayer Brown will not make a profit on that service, whether the service is performed by Mayer Brown in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Mayer Brown complied with these provisions requiring it to provide the Debtors, the attorneys for the Debtors’ prepetition and postpetition lenders, the attorneys for the statutory creditors’ committee appointed in these cases, and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Mayer Brown’s fees and disbursements accrued during the previous month.

5. In respect of section B.3 of the Local Guidelines, I certify that (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att’n: David Sherbin, Esq., (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100,

New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. , (vi) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (vii) counsel to the Debtors Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Att'n: Kayalyn Marafioti, Esq., and (viii) the members of the Fee Review Committee are each being provided with a copy of the Final Fee Application.

Dated: Chicago, Illinois
December 21, 2009

MAYER BROWN LLP
71 South Wacker Drive
Chicago, Illinois 60606
Tel. 312.782.0600
Fax 312.701.7711

By: /s/Paul J.N. Roy, Esq.
Paul J.N. Roy, Esq.

(Special Outsourcing Counsel to the
Debtors and Debtors-in-Possession)